

MARVEL
COMICS



#437

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE AMAZING

SPIDERMAN



GUEST-STARRING
FROM
SYNCH
GENERATION X

WWW.MARVEL.COM

METAMORPHOSIS!

DEFALCO

KAYANAN

LAROSA



THE FUTURE IS GUMMI

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HERE'S A MONSTER
LURKING WITHIN THE
SEWERS OF MANHATTAN.

A GROTESQUE,
MISSHAPEN,
SHAMBLING
CREATURE OF
NIGHTMARE!

THIS ISN'T
A DREAM --

-- OR AN
IMAGINARY
STORY FOR THE
FRIGHTENING
OF YOUNG
CHILDREN!

VERY
REAL!

IT'S REAL!

TRUST ME...

BECAUSE
I KNOW!

THE AMAZING
Stan Lee
presents
SPIDER-MAN

I-MONSTER!

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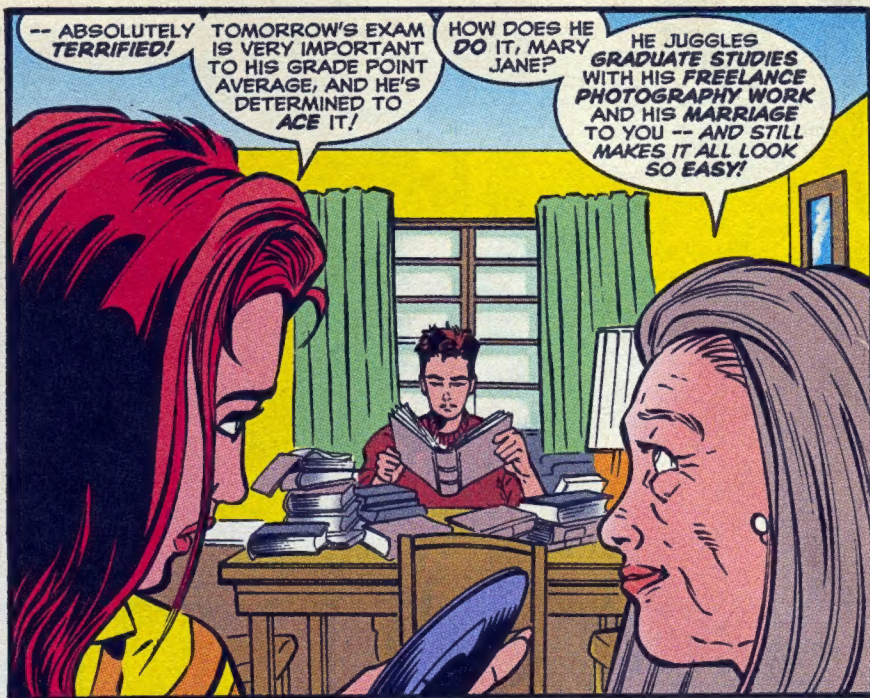
BOB HARRAS
EDITOR



I SUPPOSE I SHOULD START AT THE BEGINNING...

HE'S BEEN AT IT ALL DAY, HASN'T HE?

THAT'S MY PETER! HE'S DILIGENT, RESPONSIBLE, AND --

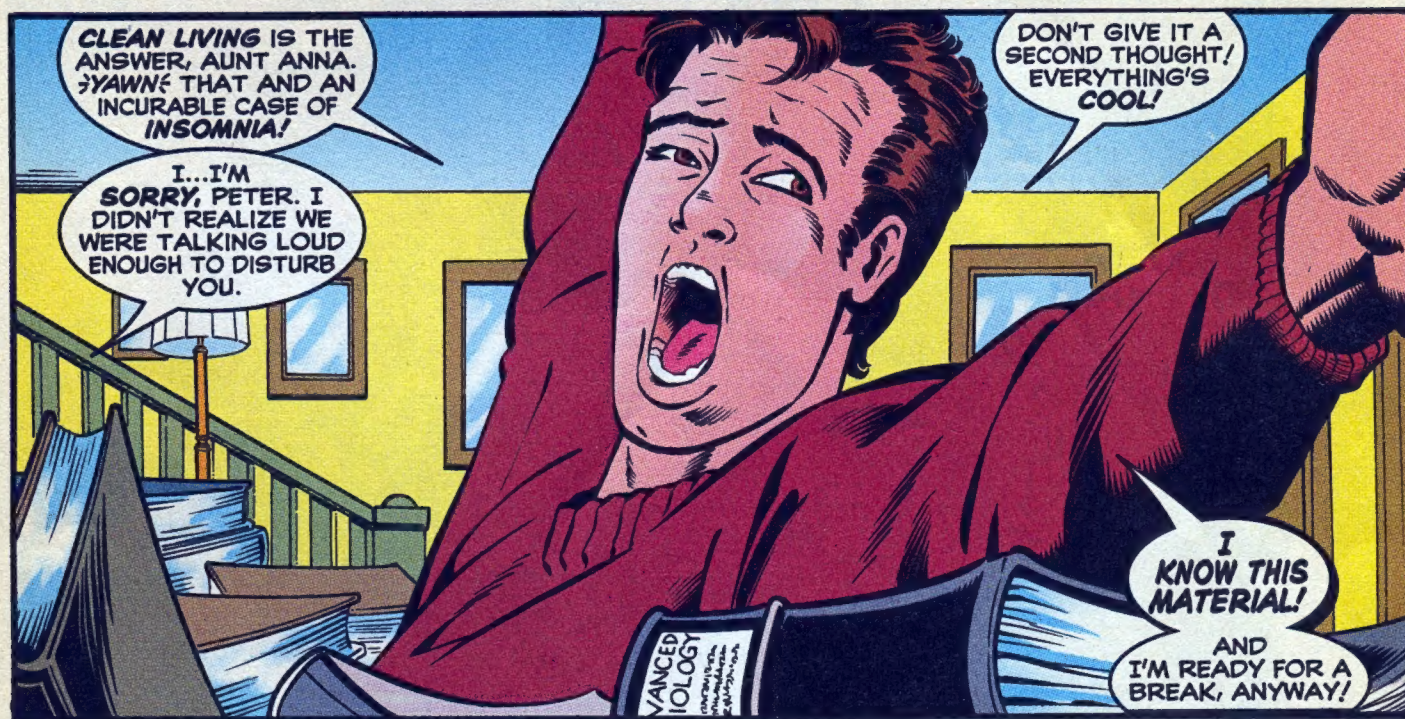


-- ABSOLUTELY TERRIFIED!

TOMORROW'S EXAM IS VERY IMPORTANT TO HIS GRADE POINT AVERAGE, AND HE'S DETERMINED TO ACE IT!

HOW DOES HE DO IT, MARY JANE?

HE JUGGLES GRADUATE STUDIES WITH HIS FREELANCE PHOTOGRAPHY WORK AND HIS MARRIAGE TO YOU -- AND STILL MAKES IT ALL LOOK SO EASY!



CLEAN LIVING IS THE ANSWER, AUNT ANNA. YAWN! THAT AND AN INCURABLE CASE OF INSOMNIA!

I...I'M SORRY, PETER. I DIDN'T REALIZE WE WERE TALKING LOUD ENOUGH TO DISTURB YOU.

DON'T GIVE IT A SECOND THOUGHT! EVERYTHING'S COOL!

I KNOW THIS MATERIAL!

AND I'M READY FOR A BREAK, ANYWAY!



I THINK I'LL...Uhhh...DROP BY THE DAILY BUGLE, AND SEE IF THEY HAVE A QUICK ASSIGNMENT FOR ME.

DO YOU REALLY THINK THAT'S WISE, HONEY?

MAYBE YOU SHOULD TURN IN EARLY, AND GET A GOOD NIGHT'S SLEEP FOR A CHANGE.



NAH! I'M TOO WIRED TO HIT THE SHEETS. A LITTLE EXERCISE WILL HELP RELAX ME.

BESIDES, I WON'T BE GONE ALL THAT LONG.

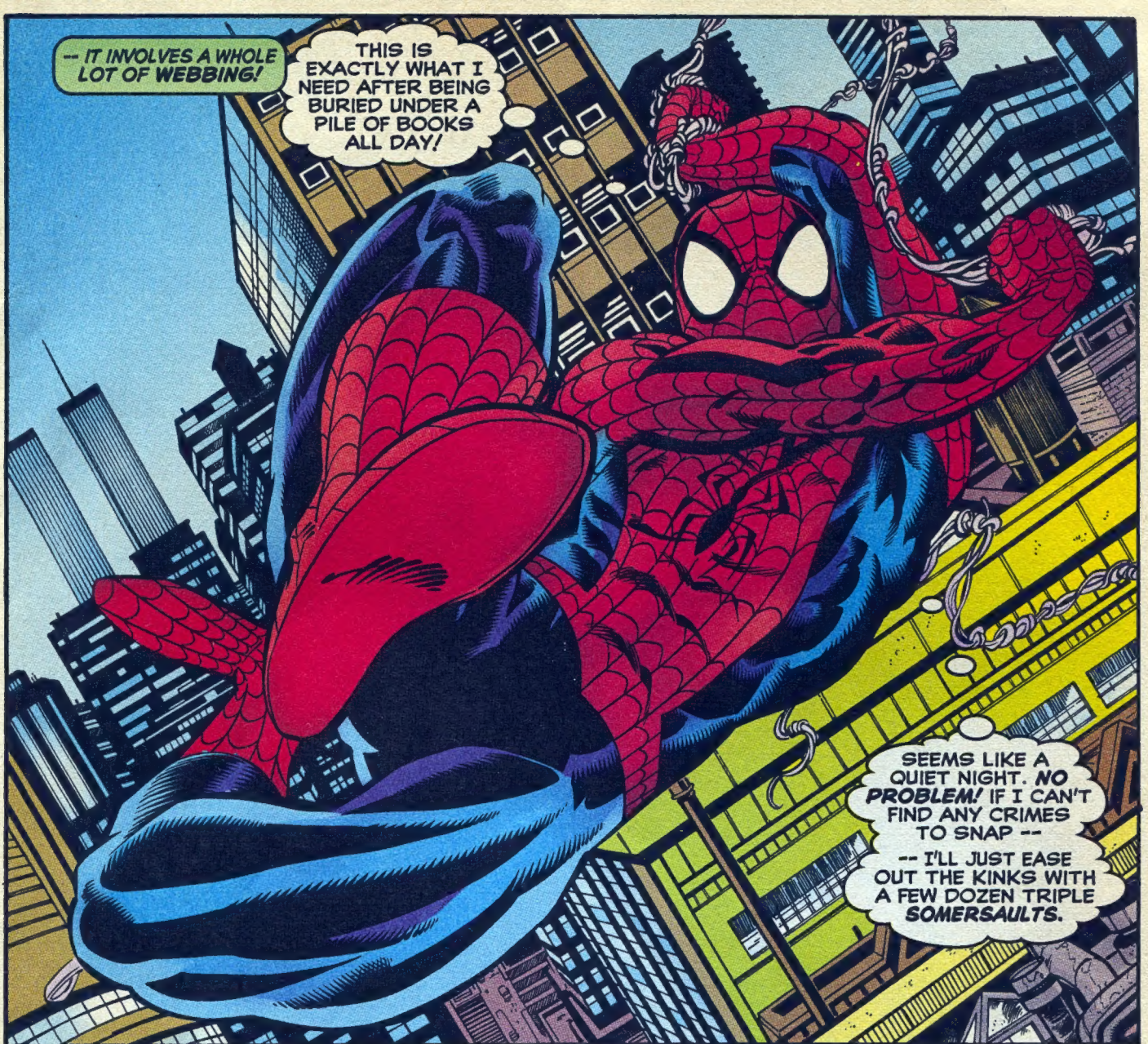
FAMOUS LAST WORDS --!



I COULDN'T REALLY BLAME MARY JANE FOR DOUBTING ME.

Y'SEE, SHE KNOWS EXACTLY WHERE I GO AND WHAT I DO WHENEVER I SLIP OUT OF THE HOUSE AT NIGHT.

I'LL GIVE YOU A QUICK HINT --



-- IT INVOLVES A WHOLE LOT OF WEBBING!

THIS IS EXACTLY WHAT I NEED AFTER BEING BURIED UNDER A PILE OF BOOKS ALL DAY!

SEEMS LIKE A QUIET NIGHT. **NO PROBLEM!** IF I CAN'T FIND ANY CRIMES TO SNAP --
-- I'LL JUST EASE OUT THE KINKS WITH A FEW DOZEN TRIPLE SOMERSAULTS.



AND, EVEN AS I LIMBERED UP IN MY OWN UNIQUE MANNER, NOT FAR AWAY --

YO, MAN!



YOU WITH THE NASTY PICARD LOOK!

GOT A LIGHT FOR A POOR BROTHER?

SORRY, MISTER...

I DON'T SMOKE.



DO YOU BLEED?

EMPTY YOUR POCKETS, AND SAVE US ALL THE TROUBLE OF FINDING OUT!

YTSK TSK
IS THIS ANY WAY
TO TREAT A VISITOR
TO OUR FAIR
CITY?

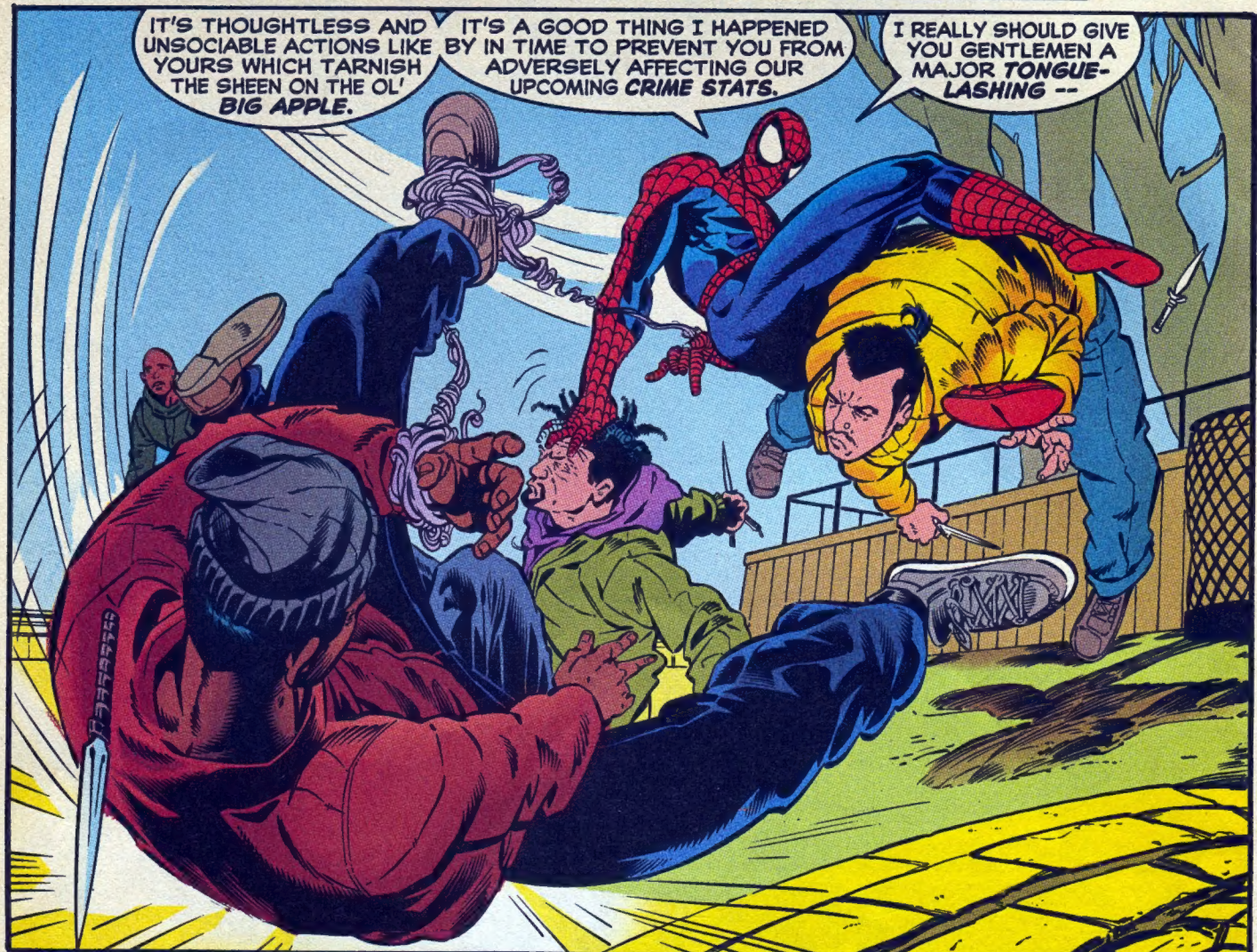
DON'T YOU REALIZE THAT
THE MAYOR COUNTS ON
THE TOURIST TRADE TO
HELP BALANCE HIS
BUDGET?

SPIDER-MAN!

IT'S THOUGHTLESS AND
UNSOCIABLE ACTIONS LIKE
YOURS WHICH TARNISH
THE SHEEN ON THE OL'
BIG APPLE.

IT'S A GOOD THING I HAPPENED
BY IN TIME TO PREVENT YOU FROM
ADVERSELY AFFECTING OUR
UPCOMING CRIME STATS.

I REALLY SHOULD GIVE
YOU GENTLEMEN A
MAJOR TONGUE-
LASHING --



-- BUT I THINK YOU'VE
ALREADY GOTTEN
THE GIST OF MY
MESSAGE!

HOW'S
ABOUT YOU,
BUDDY?

YOU
OKAYP!

Y-YEAH...
Uhhh...I'M
FINE!



YOU REALLY OUGHT
TO WATCH WHERE
YOU WALK AT
NIGHT.
A LONELY
PARK ISN'T THE
SAFEST PLACE FOR
A KID LIKE
YOU!



Uhhh...THANKS FOR
THE HELP...AND THE
ADVICE!

I'LL
BE MORE
CAREFUL IN THE
FUTURE!

SEE THAT
YOU ARE!

THE SUPER
HERO UNION ONLY
REQUIRES ME TO
DELIVER ONE LAST
MINUTE RESCUE PER
CUSTOMER!





New Mini Oreo. Tastes so good
you'll take 'em everywhere.



A KID
LIKE ME?!

I WONDER
WHAT THE WEB-
SWINGER WOULD
SAY IF HE KNEW
THE **TRUTH**?

I MAY LOOK
LIKE AN AVERAGE
TEENAGER, BUT I'M
ACTUALLY A **MUTANT**
AND A MEMBER OF
GENERATION X!

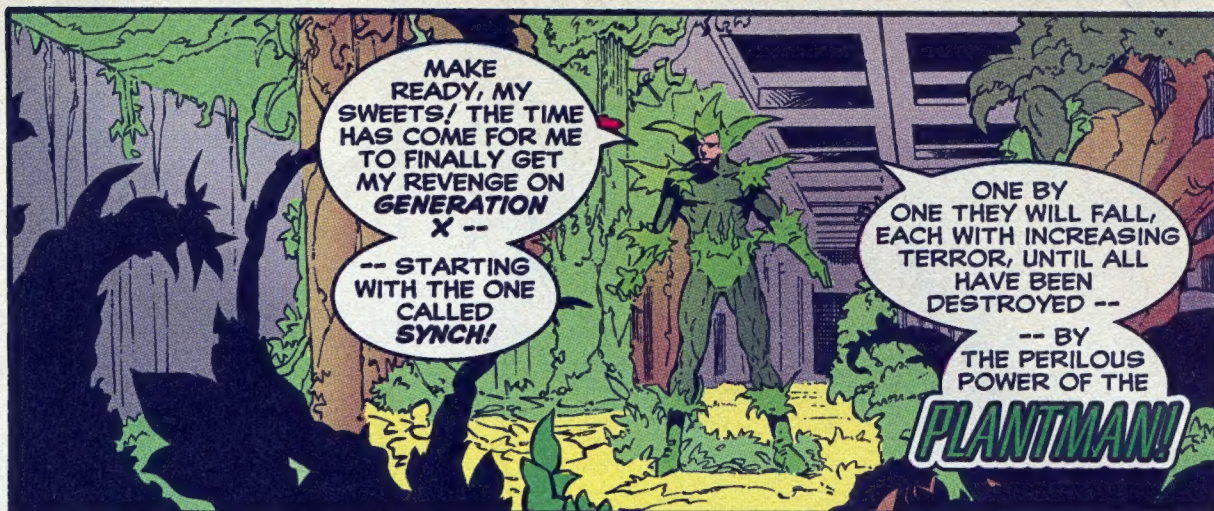
STILL,
I'M REAL GLAD
SPIDEY POPPED
UP WHEN HE
DID!

MY MUTANT
POWER ALLOWS
ME TO GET "**IN**
SYNCH," AND
TEMPORARILY TAKE
ON THE ABILITIES
OF OTHER NEARBY
MUTANTS --

-- BUT IT
WOULDN'T HAVE
BEEN VERY EFFECTIVE
AGAINST THOSE
GANG MEMBERS!

Ahhhh...
MY PETS HAVE
FINALLY BEGUN
TO PULSE!

THEY'VE **FOUND**
MY CHOSEN PREY,
AND ARE ALREADY
TRANSMITTING HIS
LOCATION!



MAKE
READY, MY
SWEETS! THE TIME
HAS COME FOR ME
TO FINALLY GET
MY REVENGE ON
**GENERATION
X** --

-- STARTING
WITH THE ONE
CALLED
SYNCH!

ONE BY
ONE THEY WILL FALL,
EACH WITH INCREASING
TERROR, UNTIL ALL
HAVE BEEN
DESTROYED --

-- BY
THE PERILOUS
POWER OF THE

PLANTMAN!

LOSING TO THOSE ANNOYING
KIDS THE FIRST TIME WE
FOUGHT WAS BAD
ENOUGH -- *

-- BUT
THEIR LACK OF
RESPECT WAS
EVEN MORE
IRRITATING!

THEY
MOCKED BOTH
MY **COSTUME**
AND MY
POWERS!

I MEAN, REALLY -- THEY COWER AT
THE MERE MENTION OF **MAGNETO** --
THE **MASTER OF MAGNETISM!**
AND WHAT HAS THAT CRETIN
ACCOMPLISHED WITH HIS
MUTANT SUPREMACY
SILLINESS?

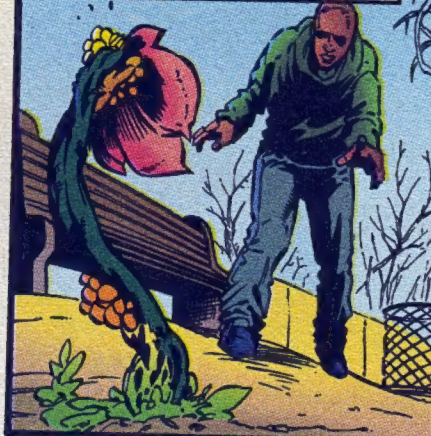
PERHAPS
PLANTS JUST AREN'T
CONSIDERED "**COOL
ENOUGH**" -- IN THE
COLLOQUIAL
PARLANCE.

YOU AND
YOUR SISTERS,
MY LOVE, WILL SOON
TEACH THEM THE **ERROR** OF
THEIR WAYS! **MAGNETISM** --
MUTANTS -- **BAH!** THE
DECIDUOUS... THE
CONIFEROUS. THERE
IS WHERE **TRUE**
POWER LIES!

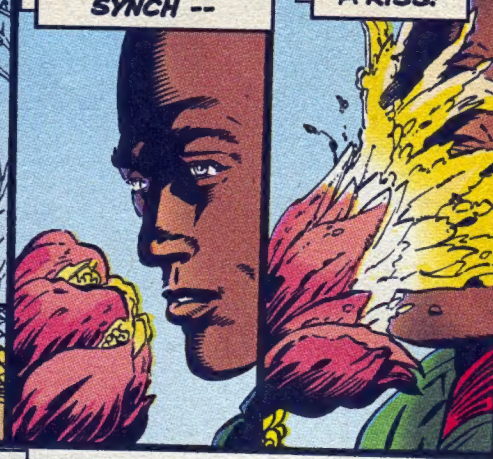
THROUGH THE
VAST BACKGROUND ROOT
SYSTEM WHICH SPREADS
BENEATH THE CITY OF
MANHATTAN --



"-- I HAVE ALREADY
DISPATCHED ONE OF YOUR
SISTERS TO THE SURFACE!"



"SHE WILL
ENCOUNTER THE
UNSUSPECTING
SYNCH --



"-- AND
BLOW HIM
A KISS!"

"IF ALL GOES
ACCORDING TO
PLAN, AND THERE'S
NO REASON IT
SHOULDN'T, THE
RESULTS OF
HER SPECIAL
MUTAGENIC POLLEN
WILL BE AS
INSTANTANEOUS --



"-- AS THEY ARE
DRAMATIC!"

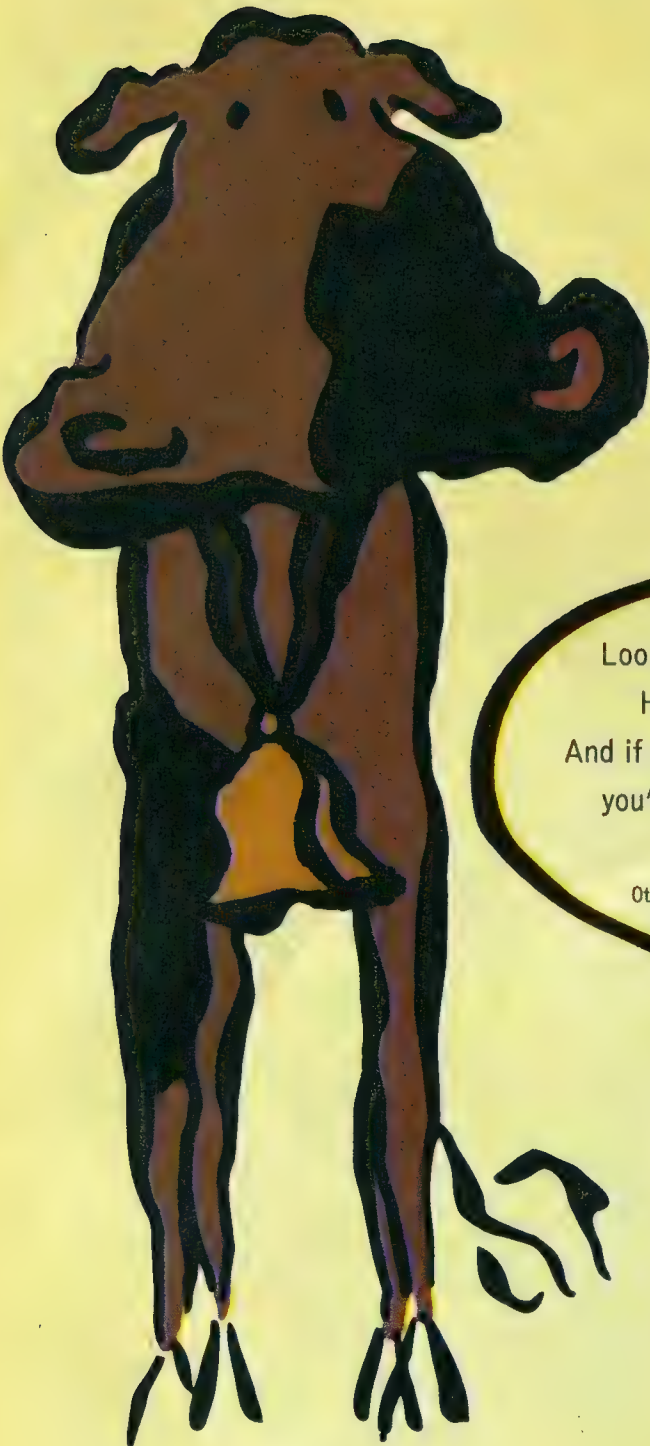
AAARRRGH!!



Hershel the Cow is Missing

Look for Hershel in the special
Hershey's Syrup bottle.
And if you hear her **MOO**
you'll win a VIP trip for four
to Hershey, PA.

Other prizes include Hershel T-shirts,
backpacks and baseball caps.



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1. NO PURCHASE NECESSARY. To receive a game piece and official rules without purchase, send a stamped self-addressed envelope to: Hershey's Capture the Cow Sweepstakes, PO Box 5577, Riverton, NJ 08077 (WA and VT residents may omit return postage). Limit one game piece per request; one request per envelope. All requests must be mailed separately. Requests will be honored while supplies last. Requests must be received by June 15, 2001. Game starts July 1, 2000, and ends June 30, 2001, or when all game pieces have been distributed, whichever occurs first. Game open to individual legal U.S. residents. Void where prohibited. Game subject to Official Rules. Void in Puerto Rico or wherever prohibited or restricted by law. Subject to all federal, state and local laws and regulations.
2. Look under cap to find a foil seal game piece which will indicate a prize or "Please Try Again." If the game piece indicates a prize, print your name, street address and phone number on a 3" x 5" piece of paper and send with winning game piece to: Hershey's Capture the Cow Sweepstakes —Prize Claim, PO Box 127, Riverton, NJ 08077. Grand Prize winner claims must be sent via registered mail. Prize claims must be received by July 25, 2001. All prize claims are subject to verification. Grand Prize winning bottles do not contain syrup. For a set of official rules and additional information, call toll free at 1-877-222-2555 or visit our web site at www.hersheys.com/hershelshideout.



"MAYBE YOU SHOULD TURN IN EARLY!"

EVEN AS I SWING TOWARD HOME, I PICTURE MARY JANE'S SURPRISE WHEN I ACTUALLY TAKE HER ADVICE...

...THAT'S WHEN, AS IF ON CUE, I FIRST HEAR THEM --

-- THE DISTANT CRIES IN THE NIGHT!



WITHOUT HESITATION, I QUICKLY DO MY SWING THING --

GRRAL!

-- AND IMMEDIATELY WISH I'D STAYED HOME WITH MY BOOKS!



YO, UGLY! I REALIZE THE MONSTER UNION REQUIRES THE OCCASIONAL RAMPAGE --

-- BUT IT'S JUST SOOOO BEEN THERE, DONE THAT!



YOU REALLY WANT TO ATTRACT ATTENTION?

FORGET THIS WHOLE MINDLESS DESTRUCTION GIG, AND GO ON THE TALK SHOW CIRCUIT!

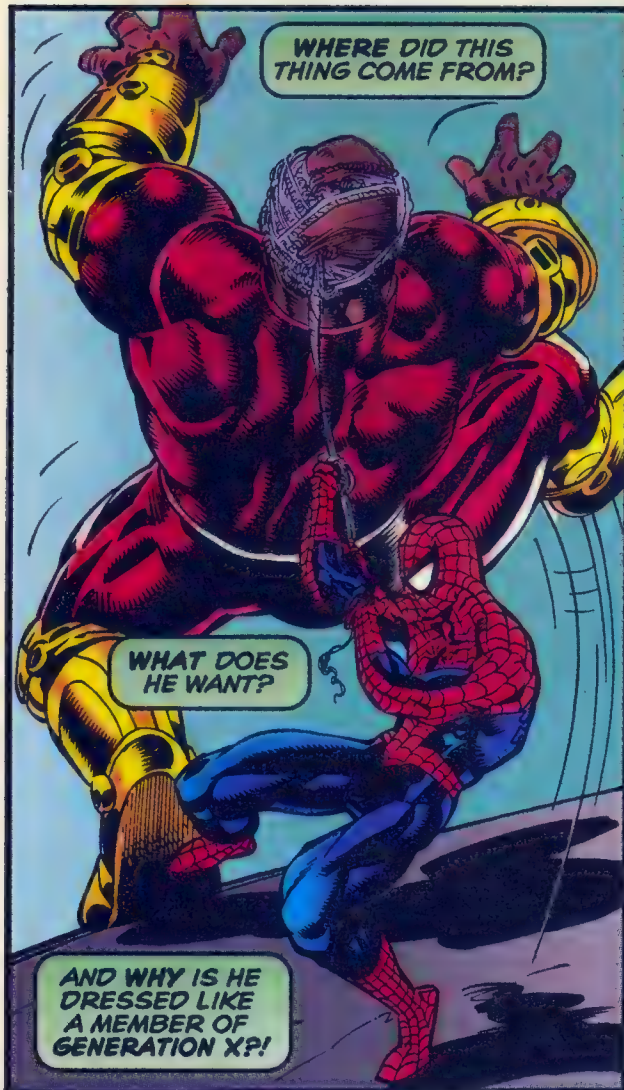
HAARRGH!

ON SECOND THOUGHT, WITH YOUR SWEET AND GENTLE DEMEANOR, YOU COULD ALWAYS CONSIDER A CAREER WITH THE IRS!

HAVING NO IDEA WHAT THE HECK'S GOING ON, I TRY TO DISTRACT THE CREATURE --

-- AND DRAW HIS ATTENTION AWAY FROM THE PANICKED CIVILIANS!





WHERE DID THIS THING COME FROM?

WHAT DOES HE WANT?

AND WHY IS HE DRESSED LIKE A MEMBER OF GENERATION X?!



IF I COULD ONLY GET AN ANSWER TO ONE OF THOSE QUESTIONS --!

BUT HE EITHER CAN'T OR WON'T SPEAK!

IF NOT FOR HIS EYES, I'D PROBABLY JUST CROSS HIM OFF AS A MINDLESS BEAST!



BUT THOSE EYES --

-- SO FULL OF FEAR AND PAIN!

IT'S LIKE THEY'RE PLEADING WITH ME TO -- Uh-oh!



SOMETHING'S SUDDENLY BURSTING FROM THE GROUND --!

LOOKS LIKE THE TENDRILS OF SOME GIANT PLANT!

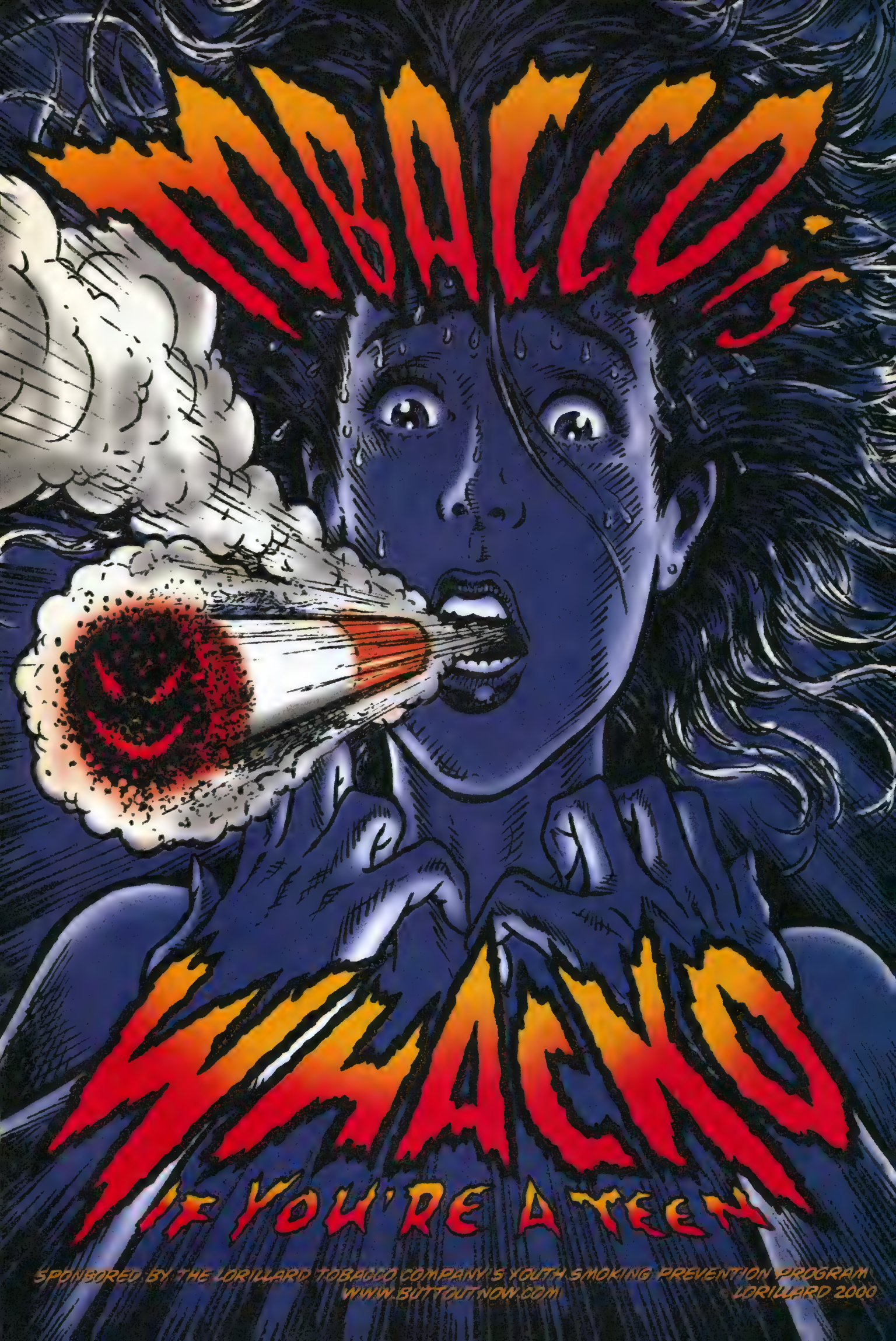
WHATEVER THE HECK IT IS, LAUGHING BOY DOESN'T SEEM TO BE REAL THRILLED BY IT!



WHAT THE --?!

I-IT JUST YANKED HIM BENEATH THE SURFACE!

THOSE BRANCHES -- IT'S GOTTA BE MY IMAGINATION, BUT THEY SEEM TO BE BECKONING ME, ALMOST TAUNTING ME TO FOLLOW!



IF YOU'RE A TEEN

SPONSORED BY THE LORILLARD TOBACCO COMPANY'S YOUTH SMOKING PREVENTION PROGRAM
WWW.BUTTCUTNOW.COM LORILLARD 2000



I STAND ON THE PRECIPICE,
STARING INTO THE
DARK AND ANGRY MAW...

...IT'S OBVIOUSLY
A TRAP!

ONLY A COMPLETE
FOOL WOULD LEAP
INTO THE UNKNOWN...



...IN A MISGUIDED ATTEMPT
TO SAVE ONE MONSTER
FROM ANOTHER!

I SHOULD
JUST WALK
AWAY.

YEAH...

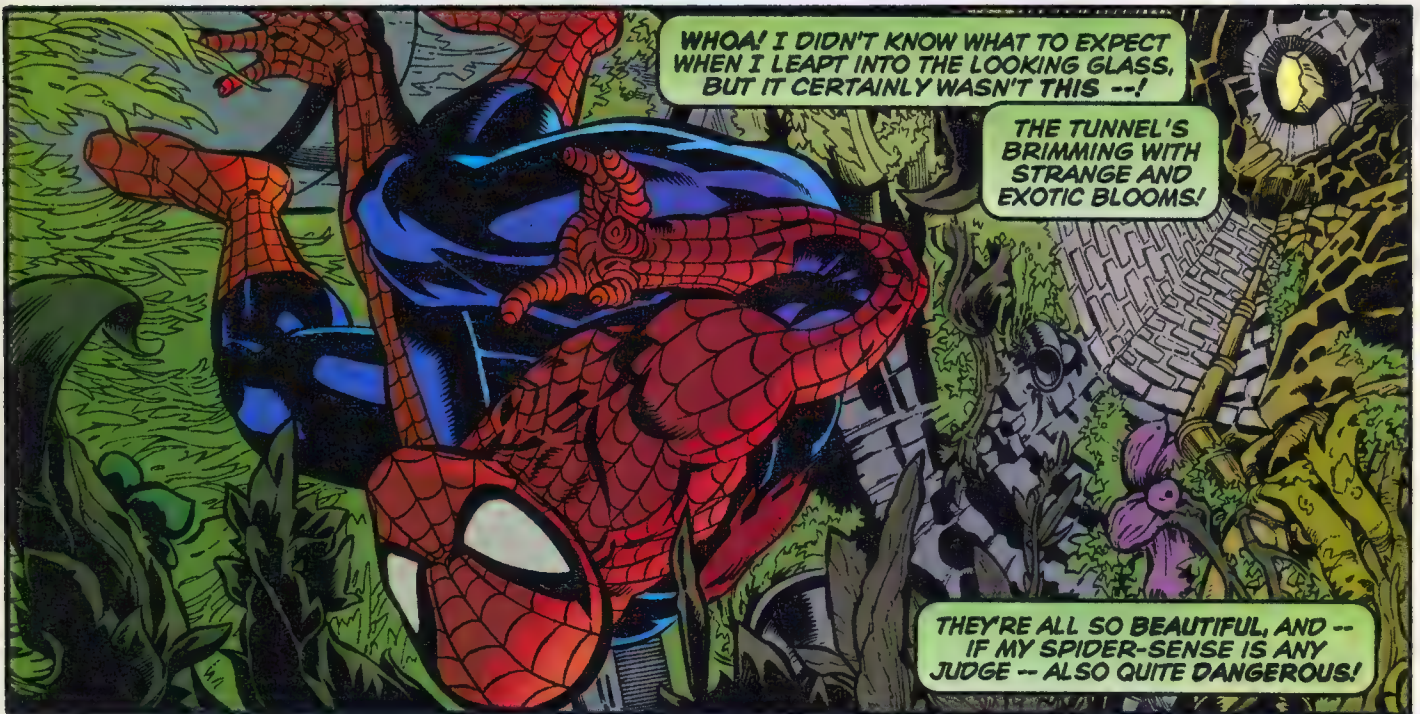


...BUT HIS
EYES --

-- SO FULL OF
FEAR AND PAIN!

MARY JANE, PLEASE
FORGIVE ME...

...I CAN'T ABANDON
THOSE EYES!



WHOA! I DIDN'T KNOW WHAT TO EXPECT
WHEN I LEAPT INTO THE LOOKING GLASS,
BUT IT CERTAINLY WASN'T THIS --!

THE TUNNEL'S
BRIMMING WITH
STRANGE AND
EXOTIC BLOOMS!

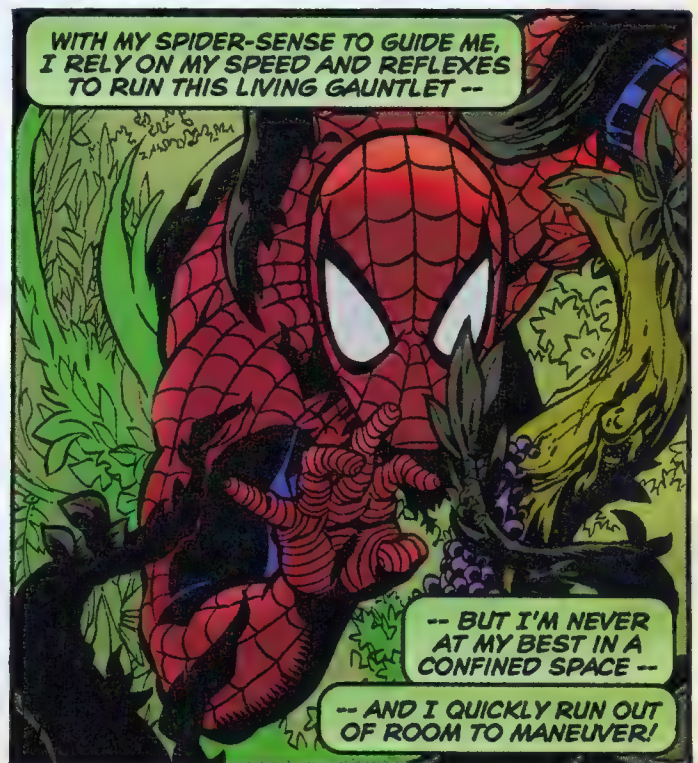
THEY'RE ALL SO BEAUTIFUL, AND --
IF MY SPIDER-SENSE IS ANY
JUDGE -- ALSO QUITE DANGEROUS!



WATCH YOUR
TENDRILS,
PAL!

I'M A
HAPPILY
MARRIED
MAN!

THEY SUDDENLY SNAKE
TOWARDS ME, WHIPPING
THROUGH THE AIR
WITH LETHAL INTENT.



WITH MY SPIDER-SENSE TO GUIDE ME,
I RELY ON MY SPEED AND REFLEXES
TO RUN THIS LIVING GAUNTLET --

-- BUT I'M NEVER
AT MY BEST IN A
CONFINED SPACE --

-- AND I QUICKLY RUN OUT
OF ROOM TO MANEUVER!



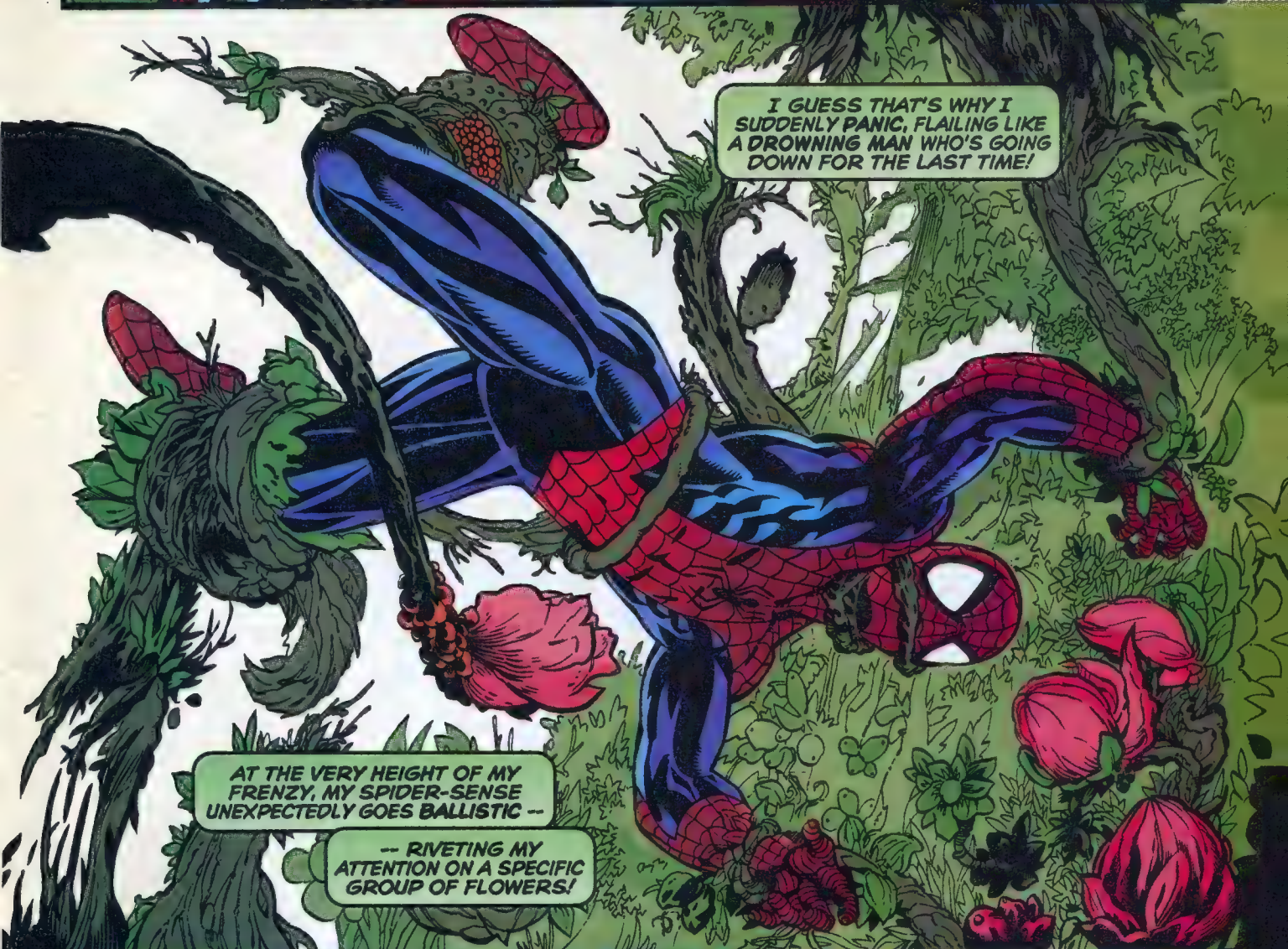
FOR EVERY
VINE I SNAP --

-- A DOZEN MORE
LASH AROUND ME!

IT'S LIKE TRYING TO
SWIM AGAINST A SEA OF
CARNIVOROUS SERPENTS!

THEY'RE
EVERYWHERE --
BITING, SNAPPING,
CLAWING!

EVERYWHERE!



I GUESS THAT'S WHY I
SUDDENLY PANIC, FLAILING LIKE
A DROWNING MAN WHO'S GOING
DOWN FOR THE LAST TIME!

AT THE VERY HEIGHT OF MY
FRENZY, MY SPIDER-SENSE
UNEXPECTEDLY GOES BALLISTIC --

-- RIVETING MY
ATTENTION ON A SPECIFIC
GROUP OF FLOWERS!



INSTINCTIVELY,
I REALIZE THAT
THESE PLANTS
ARE FAR MORE
MENACING THAN
ALL THE REST!

BUT WHYP!

WHYP!



THE ANSWER, WHEN IT
FIRST COMES, SEEMS
AS SWEET AS A
BABY'S SMILE --!

PSSITT

THE WORLD OF X-MEN



**COLLECT
THEM
ALL!**



MARVEL



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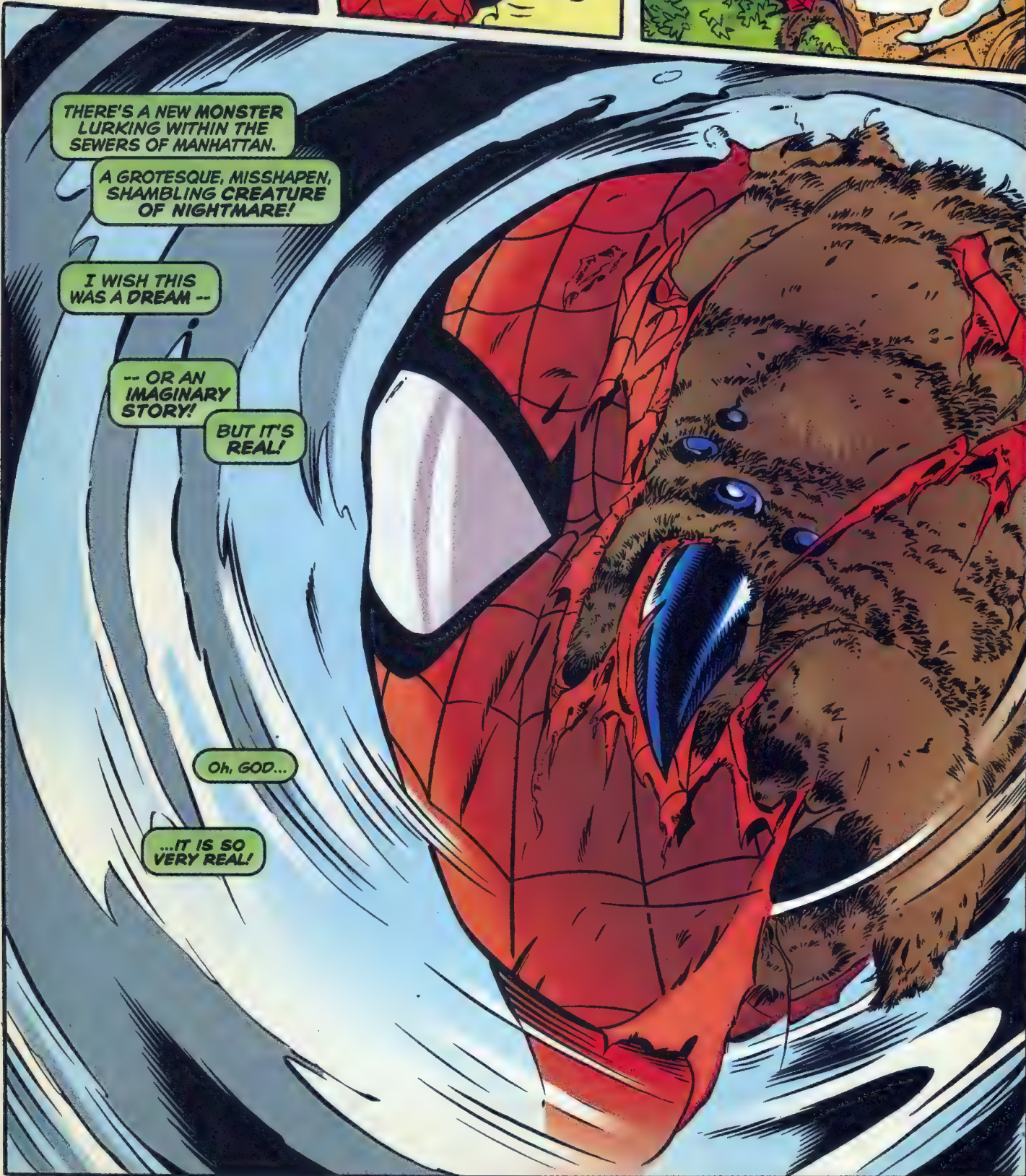
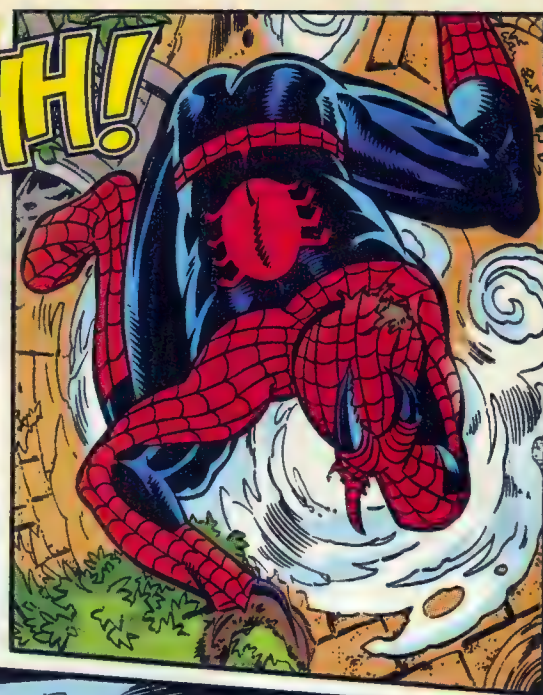




BUT THEN --!



AAARRGGHHH!



THERE'S A NEW MONSTER
LURKING WITHIN THE
SEWERS OF MANHATTAN.

A GROTESQUE, MISSHAPEN,
SHAMBLING CREATURE OF
NIGHTMARE!

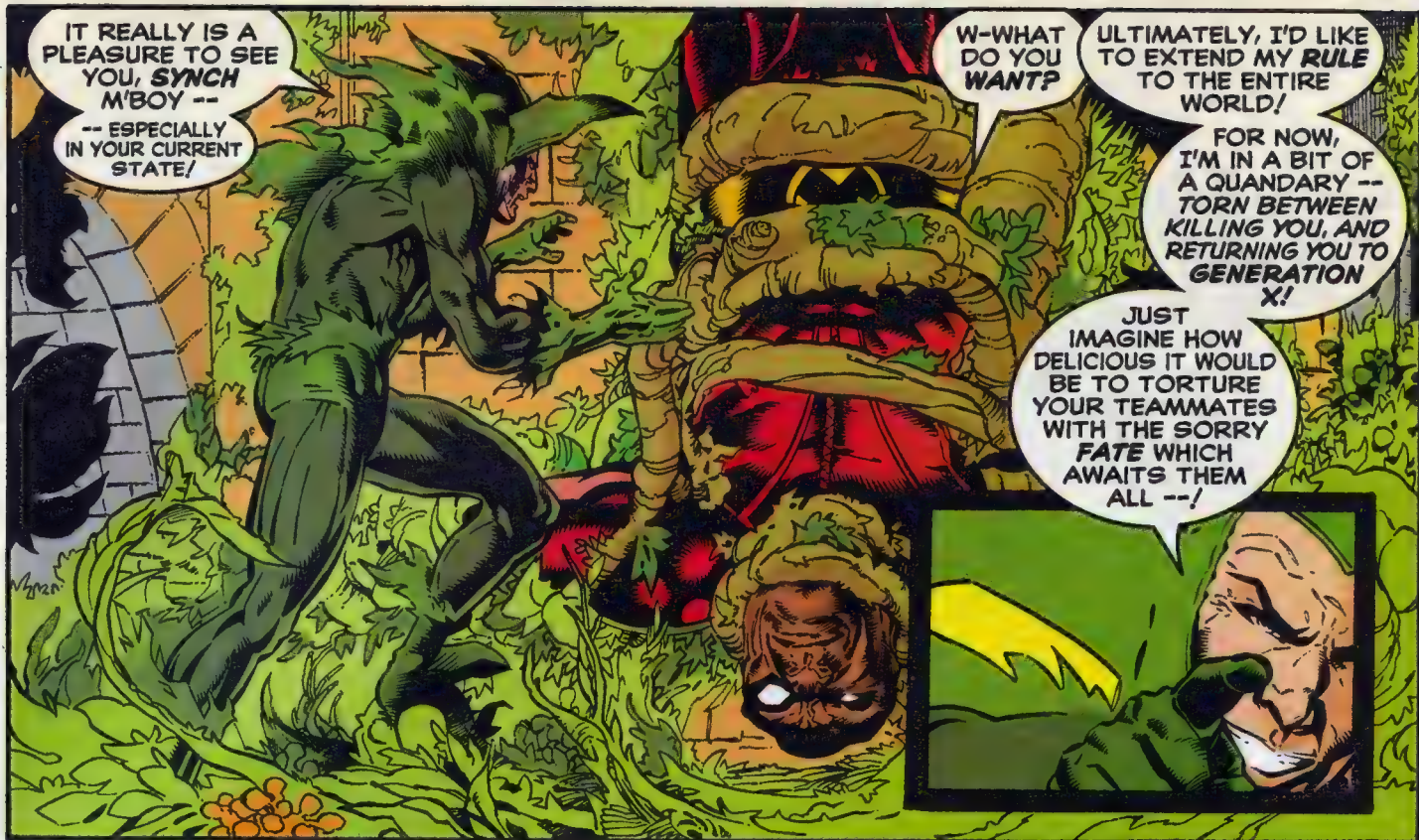
I WISH THIS
WAS A DREAM --

-- OR AN
IMAGINARY
STORY!

BUT IT'S
REAL!

Oh, GOD...

...IT IS SO
VERY REAL!



IT REALLY IS A PLEASURE TO SEE YOU, **SYNCH** M'BOY --

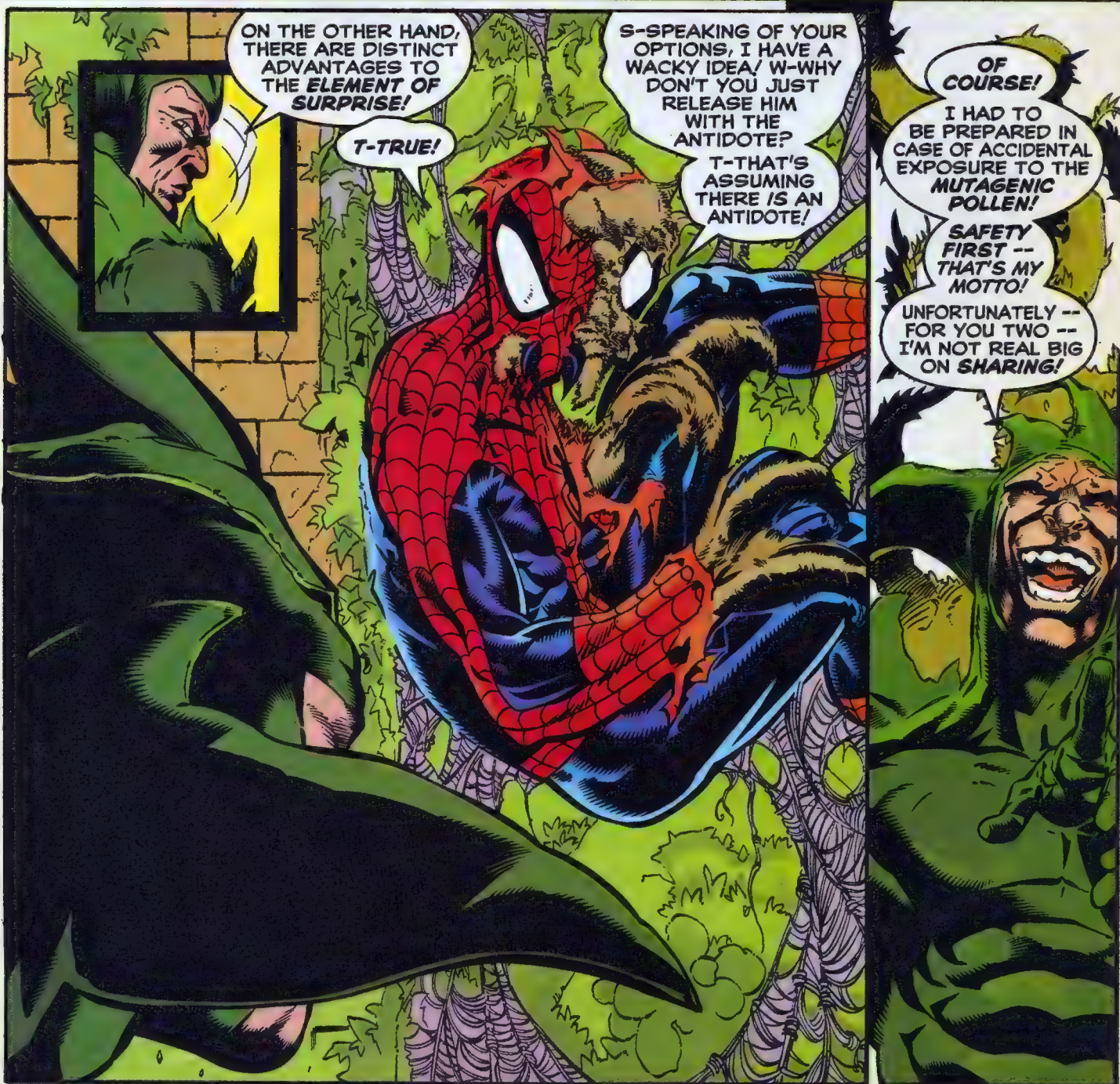
-- ESPECIALLY IN YOUR CURRENT STATE!

W-WHAT DO YOU WANT?

ULTIMATELY, I'D LIKE TO EXTEND MY **RULE** TO THE ENTIRE WORLD!

FOR NOW, I'M IN A BIT OF A QUANDARY -- **TORN BETWEEN KILLING YOU, AND RETURNING YOU TO GENERATION X!**

JUST IMAGINE HOW DELICIOUS IT WOULD BE TO TORTURE YOUR TEAMMATES WITH THE SORRY **FATE** WHICH AWAITS THEM ALL --!



ON THE OTHER HAND, THERE ARE DISTINCT ADVANTAGES TO THE **ELEMENT OF SURPRISE!**

T-TRUE!

S-SPEAKING OF YOUR OPTIONS, I HAVE A WACKY IDEA! W-WHY DON'T YOU JUST RELEASE HIM WITH THE ANTIDOTE?

T-THAT'S ASSUMING THERE IS AN ANTIDOTE!

OF COURSE!

I HAD TO BE PREPARED IN CASE OF ACCIDENTAL EXPOSURE TO THE **MUTAGENIC POLLEN!**

SAFETY FIRST -- THAT'S MY MOTTO!

UNFORTUNATELY -- FOR YOU TWO -- I'M NOT REAL BIG ON **SHARING!**





P-PITY!

I STRUGGLE TO
KEEP MY VOICE
CALM AND CASUAL,
STRAINING TO
APPEAR FAR MORE
CONFIDENT
THAN I AM.

MY LEFT EYE -- EYES --
FEEL LIKE THEY'RE
BEING PUNCTURED
BY A THOUSAND
SEARING DAGGERS!

THE TALONS WHICH HAVE
REPLACED MY HANDS BURN
WITH UNMENTIONABLE AGONY!

AND MODESTY PREVENTS
ME FROM DESCRIBING
THE OTHER GROSS AND
HUMILIATING CHANGES
WHICH ARE, THANKFULLY,
HIDDEN BY MY COSTUME!

NEXT TIME I'LL
HEED MARY
JANE'S ADVICE!

IF THERE IS A
NEXT TIME!

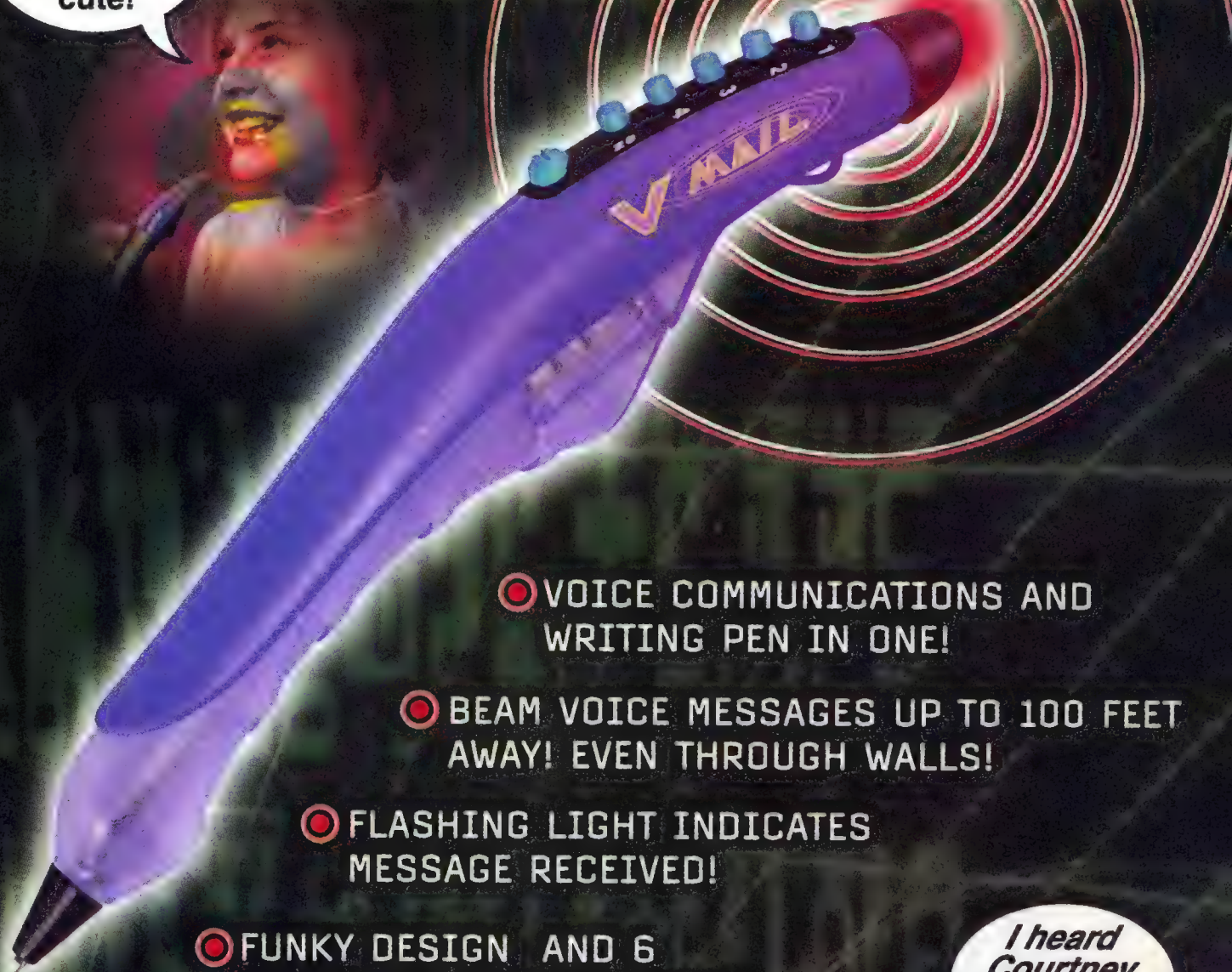
I ADVISE
YOU TO KEEP
YOUR DISTANCE,
SPIDER-Uhhh

NEED
A NEW WORD
THERE, DON'T
YOU?

VMAIL™

YOUR PERSONAL VOICE MAIL SYSTEM

I heard
Courtney
thinks you're
cute!



● VOICE COMMUNICATIONS AND
WRITING PEN IN ONE!

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AWAY! EVEN THROUGH WALLS!

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I heard
Courtney
thinks you're
cute!

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AS I WAS SAYING, YOU'D BETTER **STAY BACK...** OR I'LL BE FORCED TO INTRODUCE YOU TO MY HUMBLE **BODYGUARDS!**

GROWN FROM THE ROOTS OF THE STURDY **BANYAN TREE**, THEY POSSESS ENOUGH RAW POWER TO PUT A REAL **RUIN** ON YOUR DAY!

I MUSTN'T PANIC!

MUSTN'T SURRENDER TO DESPAIR!

NO MATTER HOW OVERWHELMING THE ODDS, I'VE GOT TO KEEP FIGHTING!

IT'S MY ONLY HOPE OF FINDING THE ANTIDOTE!

Uh-oh! I THOUGHT I COULD CAPTURE THE BEASTY BOYS WITHIN A WALL OF WEBBING --

-- BUT THEY'RE TEARING RIGHT THROUGH IT!

IF ONLY I COULD CIRCLE BEHIND THEM, AND GET MY HA -- TALONS -- ON THE PLANTMAN!

I HOPE YOU DON'T INTEND TO PROLONG THIS INDEFINITELY!

I'M A BUSY MAN -- WITH PLANTS TO WATER, YOU KNOW, AND MANY OTHER HEROES TO MUTATE -- SIMPLY SUCCEMB NOW!

THERE'S GOT TO BE A WAY TO GET PAST THESE CREATURES --

-- BUT THEY KEEP POSITIONING THEMSELVES BETWEEN ME AND THEIR -- HEY!

LOOKS LIKE CHATTY CHARLIE SHATTERED HIS HAND WHEN HE ACCIDENTALLY PUNCHED THAT CONCRETE BEAM!

Hhmm...



Gotta Have Sweet?

WRIGLEY'S
JUICYFRUIT
CHEWING GUM
5 STICKS ONLY
25¢
JUICYFRUIT



THE PLANTMAN MAY HAVE MIS-CALCULATED THE TENSILE STRENGTH OF THESE CHARACTERS, MAKING THEM TOO HARD! TOO BRITTLE!



INSTEAD OF TRYING TO AVOID THEM --



-- I SHOULD JUST CONFRONT 'EM HEAD-ON!



NICE MOVE!

NICE, BUT -- REGRETTABLY -- INEFFECTIVE!

SINCE THEY LACK EVEN A RUDIMENTARY NERVOUS SYSTEM, MY PETS CAN NEITHER FEEL NOR REACT TO PAIN! FAR SUPERIOR IN COMBAT TO THE ANIMAL LIFE WHICH THEY MAY SOON TRAMPLE UNDERFOOT.

THEY'LL JUST KEEP FIGHTING AND FIGHTING NO MATTER HOW MUCH DAMAGE YOU INFLICT ON THEM! WHAT A FORMIDABLE ARMY THEY WOULD MAKE!



THE PLANTMAN SEEMS TO HAVE FORGOTTEN ABOUT ME FOR THE MOMENT!

I...I FEEL SO ASHAMED! WITH ALL MY TRAINING...

THAT'S OVER NOW! I'M THROUGH PLAYING THE HELPLESS PATSY!

I'VE GOT TO THINK, GOTTA FIND A WAY OUT OF THIS MESS!

THE GUY'S SO COOL AND PROFESSIONAL!

HE ACTS LIKE HE ISN'T EVEN FAZED BY -- HEY! THAT'S IT!

...I SHOULD HAVE BEEN ABLE TO HANDLE MY TRANSFORMATION... BUT I... I TOTALLY LOST IT!

IF ONLY I COULD BE MORE LIKE SPIDER-MAN --!

Same Powers...

Same Responsibilities...

A New Century!

ULTIMATE

SPIDER-MAN

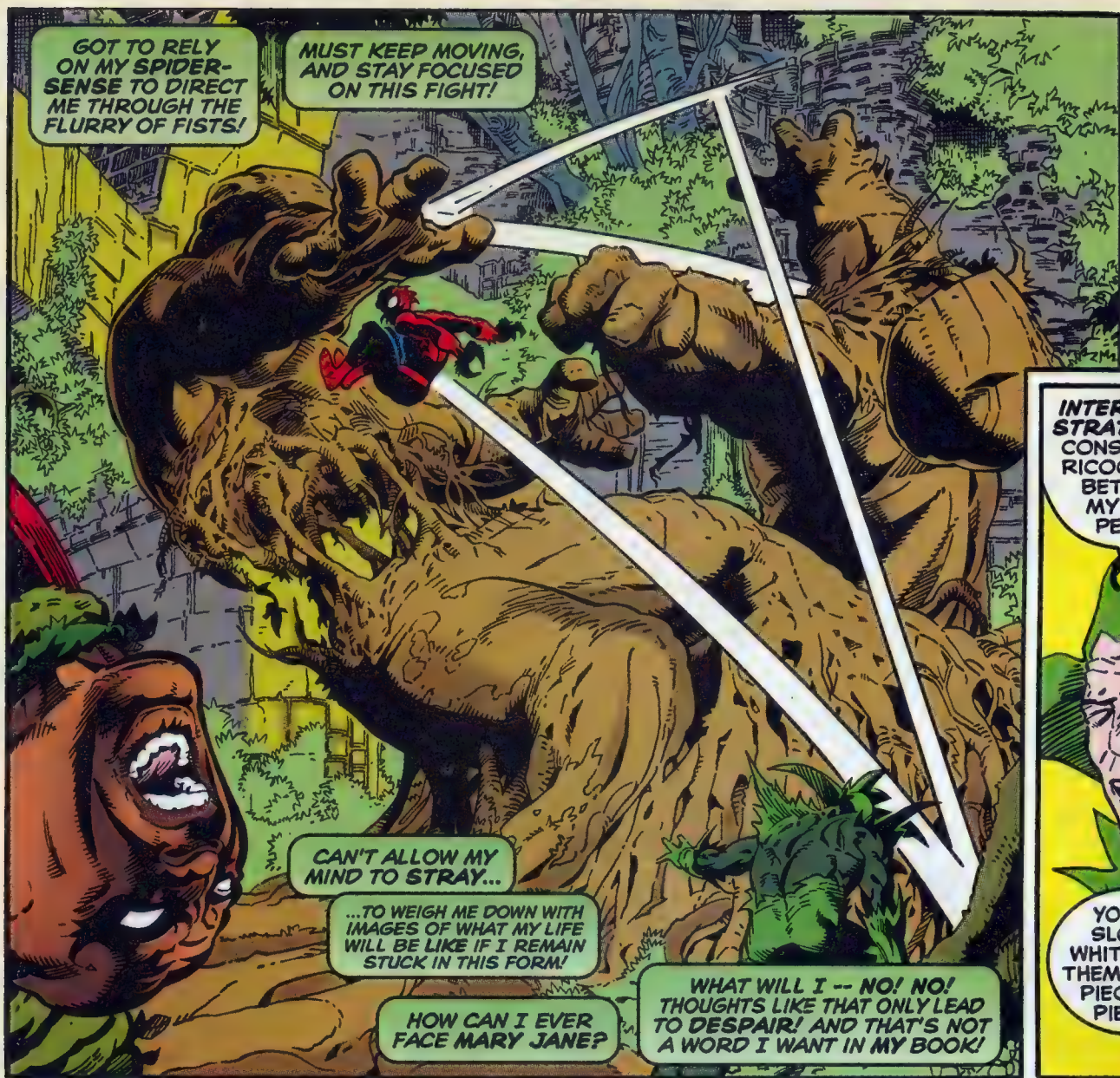
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GOT TO RELY ON MY SPIDER-SENSE TO DIRECT ME THROUGH THE FLURRY OF FISTS!

MUST KEEP MOVING, AND STAY FOCUSED ON THIS FIGHT!



INTERESTING STRATEGY! BY CONSTANTLY RICOCHETING BETWEEN MY TWO PETS...

YOU'RE SLOWLY WHITTLED THEM DOWN PIECE BY PIECE!

CAN'T ALLOW MY MIND TO STRAY...

...TO WEIGH ME DOWN WITH IMAGES OF WHAT MY LIFE WILL BE LIKE IF I REMAIN STUCK IN THIS FORM!

HOW CAN I EVER FACE MARY JANE?

WHAT WILL I -- NO! NO! THOUGHTS LIKE THAT ONLY LEAD TO DESPAIR! AND THAT'S NOT A WORD I WANT IN MY BOOK!



Y-YOU SURE YOU WANT THE HASSLE OF BEING A SUPER VILLAIN?

G-GUY WITH YOUR TALENTS COULD MAKE A FORTUNE IN THE TOOTHPICK TRADE!

MY THANKS FOR THE CAREER ADVICE, ARACHNID --



-- BUT I REALLY HAD MY HEART SET ON WORLD DOMINATION!

IMAGINE MAN'S CITIES UTTERLY OVERGROWN BY VINES -- WEEDS -- FLOWERS OF HALLUCINOGENIC HUE BURSTING THROUGH THE MACADAM OF MADISON AVENUE!

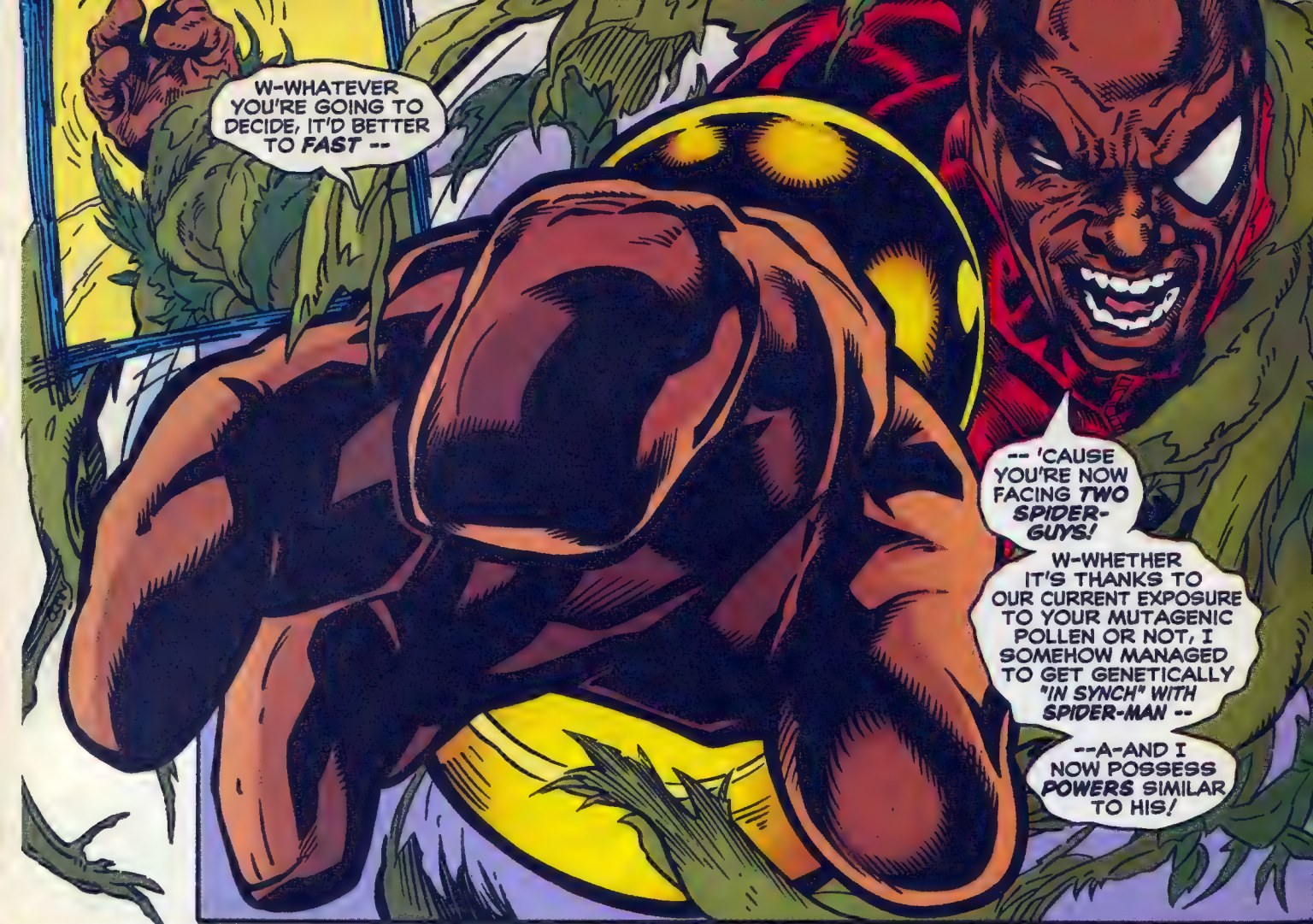
RIVERS OF CHLOROPHYLL CASCADING OVER -- Ahh -- LOOKS LIKE IT'S TIME TO COME UP WITH ANOTHER DEATH TRAP --!



WHAT SHOULD IT BE?

DIDN'T PACK ANY EXTRA BANYAN ROOTS SO MORE SIMULACRA ARE OUT!

AND THE OLD MAN-EATING PLANT BIT IS TOO CORNY EVEN FOR SOMEONE CALLING HIMSELF PLANTMAN!

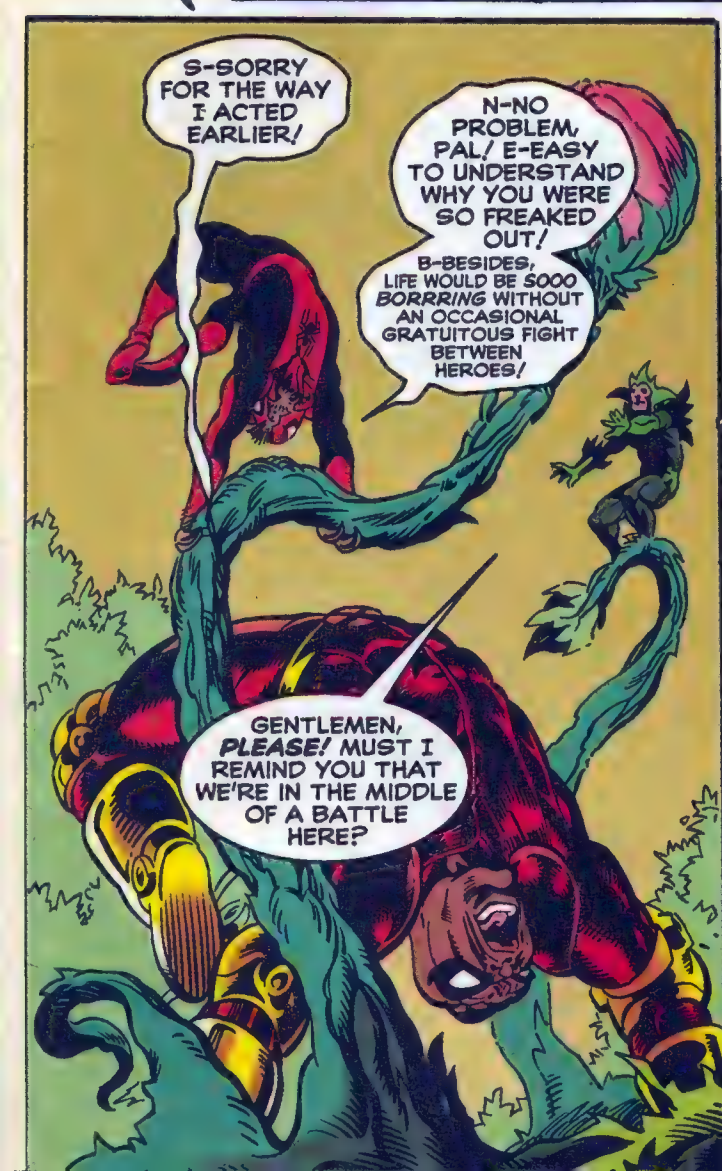


W-WHATEVER
YOU'RE GOING TO
DECIDE, IT'D BETTER
TO **FAST** --

-- 'CAUSE
YOU'RE NOW
FACING **TWO
SPIDER-
GUYS!**

W-WHETHER
IT'S THANKS TO
OUR CURRENT EXPOSURE
TO YOUR MUTAGENIC
POLLEN OR NOT, I
SOMEHOW MANAGED
TO GET GENETICALLY
"IN SYNCH" WITH
SPIDER-MAN --

--A-AND I
NOW POSSESS
**POWERS SIMILAR
TO HIS!**



S-SORRY
FOR THE WAY
I ACTED
EARLIER!

N-NO
PROBLEM,
PAL/ E-EASY
TO UNDERSTAND
WHY YOU WERE
SO FREAKED
OUT!

B-BESIDES,
LIFE WOULD BE SOOO
BORRRING WITHOUT
AN OCCASIONAL
GRATUITOUS FIGHT
BETWEEN
HEROES!

GENTLEMEN,
PLEASE! MUST I
REMAND YOU THAT
WE'RE IN THE MIDDLE
OF A BATTLE
HERE?



PLEASE
DIRECT YOUR
ATTENTION TO
THE **PLANT** ON
YOUR IMMEDIATE
LEFT --

-- THE
ONE WHICH
EVEN NOW HAS
BEGUN TO SPRAY
THE AREA WITH
**VENOM-COVERED
THORNS!**

W-WHAT'S
THAT WEIRD
TINGLING
SENSATION IN
MY HEAD?

I-IT'S AN
INSTINCTIVE
RESPONSE TO
DANGER!

P-PUT
YOUR REFLEXES
ON AUTOPILOT, AND
ALLOW IT TO DIRECT
YOU THROUGH THE
BARRAGE!

Y-YOU'RE
KIDDING,
RIGHT?

J-JUST BE
PREPARED TO SIGN
A **CONFIDENTIALITY
CONTRACT** WHEN
THIS IS OVER!

I-IT WORKED!

I...I MADE IT PAST THE THORNS... A-AND AM NOW CLOSING IN ON THE PLANT-MAN!

D-DON'T GET TOO COCKY, KID.

YOU SHOULD ALWAYS LISTEN TO THE VOICE OF EXPERIENCE, SYNCH!

YOUR FELLOW WEB-BEAST ASSUMES -- AND RIGHTLY SO -- THAT I WILL NOT GO GENTLY INTO THAT GOOD NIGHT!

AS A MATTER OF FACT, I HAVE THIS PARTICULAR LITTLE PLANT --

-- WHICH HAS A DISTINCT AVERSION TO ANY FORM OF DARKNESS!

FORGET ABOUT HIM, SPIDER-BEAST!

GOOD ADVICE IS WASTED ON THE YOUNG!

M-MAYBE THAT'S TRUE --

Y-YOUR EYES, SYNCH!

C-CLOSE YOUR EYES!

-- B-BUT I ALSO HAVE A SUGGESTION FOR YOU!

G-GIVE ME THE ANTIDOTE!

N-NOW!

I KNOW YOU, SPIDER-MAN... YOU'RE NO KILLER!

SO DON'T EVEN TRY TO BLUFF ME!

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And they're pumped up.
Just like the chocolate cargo
they're sworn to protect.
They're the...**



DEFENDERS OF THE CHOCOLATE

STARRING D'ARTAGNAN, PORTHOS AND ATHOS

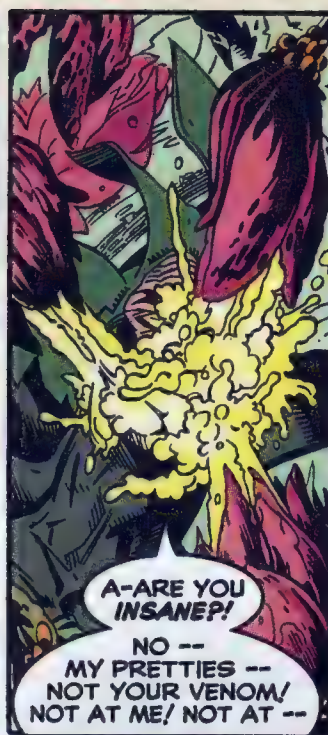
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FOR PUMPED-UP
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3Musketeers

IT'S PUMPED UP™



AS EXPECTED, THE PLANTMAN REVEALS THE LOCATION OF HIS MIRACLE ANTITOXIN, AND -- WITHIN THE HOUR -- I FIND MYSELF WEBBING MY MASK BACK TOGETHER --

-- IN ORDER TO PRESERVE BOTH MY MODESTY AND MY SECRET IDENTITY!

THAT THE PLANTMAN'S DOSE?

YEAH, BUT I'M GOING TO MAKE HIM WAIT UNTIL I'VE REUNITED WITH THE REST OF GENERATION X!

PROBABLY WISE. WHAT A NUTCASE/ A DANGEROUS ONE, THOUGH.

GIVE MY REGARDS TO SKIN, CHAMBER AND HUSK!

WILL DO!

ONE LAST THING...

...I OWE YOU FOR BOTH RESCUES!

DO YOU?

I MIGHT NOT EVEN HAVE GOTTEN THE DROP ON THE PLANTMAN IF YOU HADN'T BURST FREE WHEN YOU DID!

TAKE CARE, MY FRIEND...

I'D LIKE TO SAY THIS WAS FUN, BUT...Welllll...WE BOTH KNOW BETTER!

END

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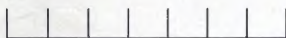
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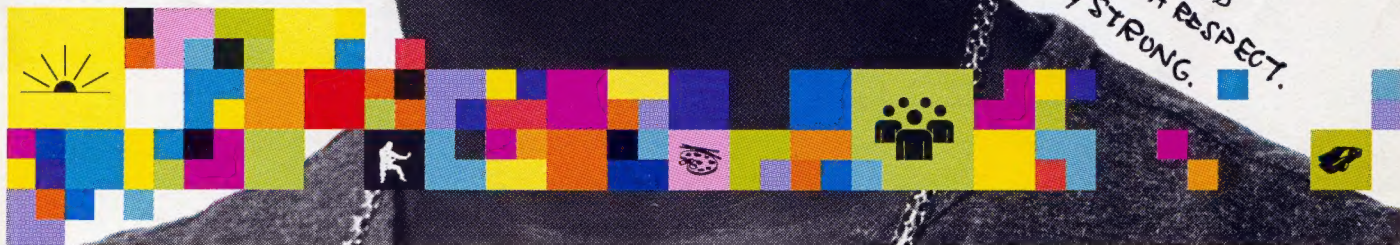
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WHAT FUELS YOUR FIRE?
WHAT IGNITES YOUR PASSION?
WHAT'S THE THING YOU CAN'T
LIVE WITHOUT? THE THING
THAT MAKES YOU FEEL
ALIVE? THE THING YOU
CHOOSE TO DO INSTEAD
OF DRUGS? WHATEVER
IT IS, DRAW IT. WRITE IT.
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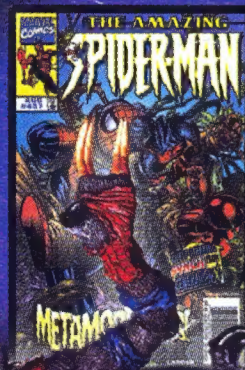


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Spider-Man is a comic book icon known worldwide. Fans of all ages can relate to Peter Parker, the reluctant super hero who was transformed from an ordinary man into an extraordinary hero by the bite of a radioactive spider. For over 50 years, readers have thrilled to his adventures as he uses his extraordinary spider powers to battle sinister super villains, while trying to make good money and maintain the semblance of a normal life.

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